



MARVEL  
COMICS  
GROUP **12¢**

# the AMAZING SPIDER-MAN

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JAN

IND.



**HOW CAN SPIDEY  
BATTLE A FOE WHO  
IS STRONGER THAN  
HE IS???**

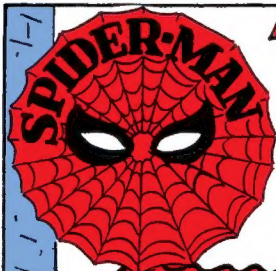
**YOU'RE ABOUT TO  
MEET ONE OF MARVEL'S  
NEWEST, GREATEST  
ARCH-VILLAINS...**

**"THE  
SCORPION!"**

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# "THE COMING OF THE SCORPION!"

OR: "SPIDEY BATTLES SCORPEY!"

BE SURE TO KEEP YOUR EYE ON THE STARTLING SCORPION!  
WE PREDICT THAT HE'S DEFINITELY A CANDIDATE FOR THE  
SUPER-VILLAINS' HALL OF FAME!



MANY READERS HAVE ASKED  
WHY STAN'S NAME IS ALWAYS  
FIRST ON THE CREDITS! AND  
SO, BIG-HEARTED LEE AGREED  
TO PUT STEVEY'S NAME  
FIRST THIS TIME! HOW  
ABOUT THAT ???

ILLUSTRATED BY:  
**STEVE DITKO**  
WRITTEN BY:  
**STAN LEE**  
LETTERED BY:  
**S. ROSEN**

... BUT WE STILL HAVE  
A FEELING THAT SNEAKY  
STAN PUT SOMETHING  
OVER ON US! ANYWAY,  
NOW IT'S TIME FOR  
THRILLS, CHILLS, AND  
SPILLS ...



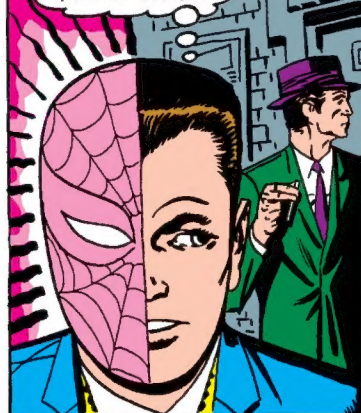
REMEMBER THE MYSTERIOUS FIGURE WHO FOLLOWED PETER PARKER HOME FROM SCHOOL LAST ISH? HERE HE IS AGAIN, THE NEXT DAY, STILL LURKING IN THE SHADOWS, WAITING FOR THE UNSUSPECTING TEEN-AGER...



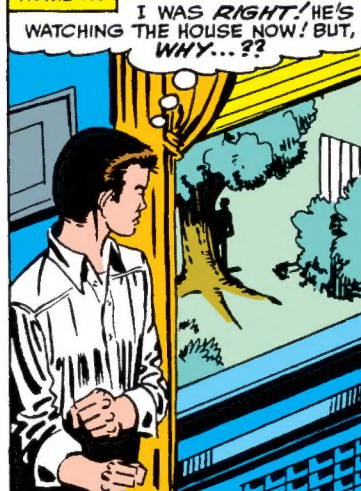
BUT THIS TIME, PETER'S PUR-SUER GETS OVERCONFIDENT AND FOLLOWS JUST A BIT TOO CLOSE!



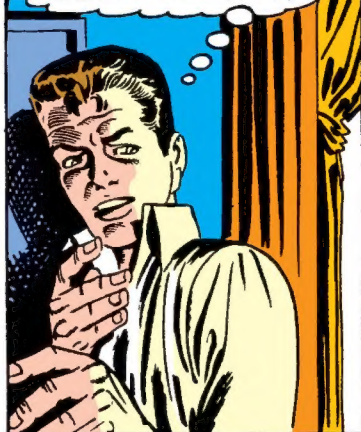
IT'S COMING FROM *BEHIND* ME! NOBODY THERE BUT THAT STRANGER, TRYING DESPERATELY TO PRETEND HE'S AN INNOCENT PEDESTRIAN!



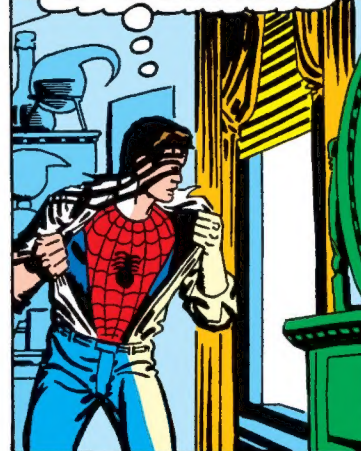
THEN, AFTER PETER HAS REACHED HOME...



I NEVER SAW HIM BEFORE... DON'T KNOW WHO HE IS! CAN IT BE THAT SOMEBODY HAS FIGURED OUT MY SECRET IDENTITY AT LAST??



WELL, THERE'S ONLY ONE WAY TO FIND OUT! AND, WHAT I HAVE TO DO *NOW*, HAD BETTER BE DONE BY... SPIDER-MAN!



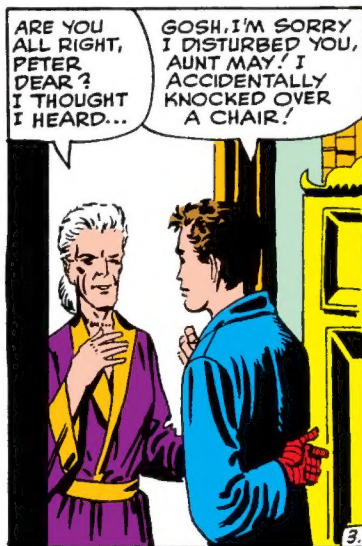
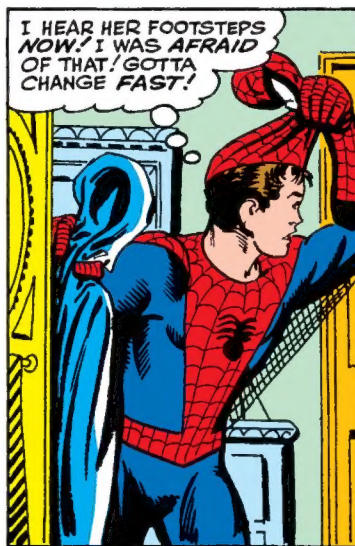
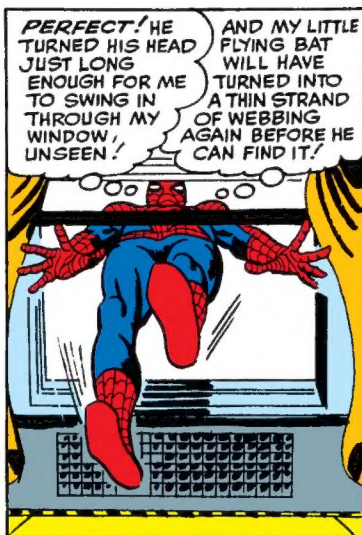
HE'S WALKING AWAY! THAT SUITS ME FINE! HERE'S WHERE THE *FOLLOWER* BECOMES THE *FOLLOWED*!!



TWO BLOCKS LATER...









THEN, AFTER HIS AUNT HAS LEFT...

HE'S OUT THERE! THERE'S NOTHING I CAN DO BUT LET HIM **CONTINUE** THIS CAT AND MOUSE GAME, UNTIL I CAN FIGURE OUT WHAT HE'S AFTER!

BUT I MUST BE CAREFUL TO DO NOTHING TO REVEAL MY SECRET IDENTITY TO HIM!

AND, THE NEXT MORNING...

"OLD FAITHFUL" IS STILL THERE! LOOKS LIKE HE'S MAKING A LIFETIME JOB OF THIS!

WELL, AS LONG AS I'M AWARE OF HIM, HE CAN'T ATTACK ME BY SURPRISE!

BETTY USUALLY GETS TO WORK EARLY ON SATURDAY, SO I'LL PAY HER A VISIT!

AND, IN THE NEWSPAPER OFFICE OF J. JONAH JAMESON, PUBLISHER, AND UNDISPUTED HEAD OF THE "I HATE SPIDEY" BOOSTERS...

WHAT'S THIS NEW ITEM? WHY DO SOME NUTTY SCIENTIST CLAIMS TO HAVE FOUND A WAY TO CAUSE ARTIFICIAL MUTATIONS IN ANIMALS? SHMPH! BIG DEAL!

MY EDITORS BOTHER SHOWING ME PROOFS OF EVERY UNIMPORTANT STORY THAT COMES ALONG?

NOW, IF SOMEONE DISCOVERED AN **ANTI-SPIDER-MAN** SERUM, THAT WOULD BE A STORY! OH, HOW I HATE THAT WEB-SPINNING, WALL-CRAWLING MASKED MENACE!

IF ONLY THERE WERE SOMEONE **STRONGER** THAN HIM THAT I COULD HIRE TO... HEY! WAIT A MINUTE! THAT'S IT! THAT'S THE ANSWER!

LET'S SEE NOW... WHAT'S THE NAME AND ADDRESS OF THAT EGGHEAD WHO CAN CAUSE ARTIFICIAL MUTATIONS??

THIS IS MY GREATEST INSPIRATION! I'LL RID THE WORLD OF SPIDER-MAN... ONCE AND FOR ALL! I'LL PROBABLY GET A MEDAL!

HERE IT IS... DR. FARLEY STILLWELL! THIS IS PERFECT! HE LIVES RIGHT HERE IN THE CITY!

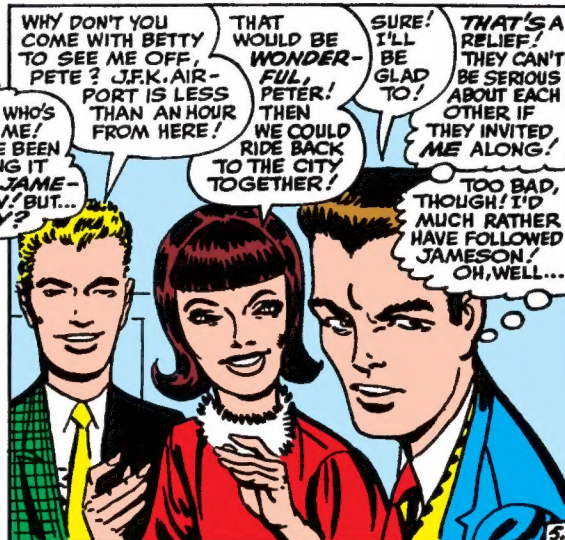
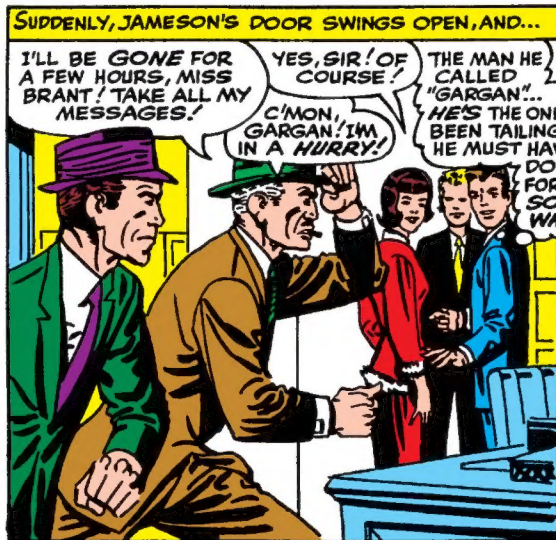
AND I HAVE JUST THE MAN I NEED TO HELP ME WITH MY BRILLIANT STROKE OF GENIUS!

MEANWHILE, OUTSIDE THE DAILY BUGLE BUILDING...

HE'S PROBABLY GOING IN TO SEE HIS GIRL FRIEND! THIS IS MY CHANCE TO TAKE A BREAK!

I'LL RUSH OFF AND REPORT TO THE BOSS NOW!







A SHORT TIME LATER, AT THE LABORATORY OF DR. FARLEY STILLWELL ...

YOU MEAN YOU ACTUALLY MUTATED A RAT SO IT CAN SWIM LIKE A FISH ... AND ENABLED A FISH TO BREATHE AIR LIKE A RAT?

WELL, "MUTATED" IS NOT THE EXACT SCIENTIFIC WORD, MR. JAMESON ... BUT I BELIEVE YOU SUMMED IT UP ACCURATELY ENOUGH!

MY WORK, IF PROPERLY DEVELOPED, MIGHT BE OF GREAT VALUE TO FARMERS, BOTANISTS AND THE LIKE! I'M DELIGHTED THAT YOU'VE SHOWN SUCH INTEREST! AN INFLUENTIAL MAN LIKE YOU, PUBLICIZING MY FINDINGS, COULD FURTHER THE CAUSE OF SCIENCE IMMEASURABLY!



SURE, SURE! NATURALLY! BUT IT'S NOT SCIENCE I'M INTERESTED IN RIGHT NOW! I WANT YOU TO WORK ON A SPECIAL PROJECT FOR ME! IF IT WORKS, I'LL PAY YOU \$10,000!

I'M A RESEARCH SCIENTIST! I DON'T ACCEPT PRIVATE JOBS FOR PAY! AND YET... WITH \$10,000 I COULD BUY NEW EQUIPMENT... NEW MATERIALS! I...I'M JUST NOT IN A POSITION TO REFUSE YOU, MR. JAMESON! WHAT IS YOUR PROJECT?

I WANT YOU TO TRY YOUR EXPERIMENT ON A HUMAN BEING! I WANT YOU TO GIVE A MAN POWERS WHICH ARE GREATER THAN SPIDER-MAN'S!

I HAVE ENOUGH SERUM... I HAVE THE KNOW-HOW... AND, YET, IT MIGHT BE DANGEROUS! I CAN'T GUARANTEE THE RESULTS!

THAT'S OKAY, DOC! I'M WILLING TO CHANCE IT!



MOMENTS LATER... AFTER DR. STILLWELL HAS SHAVED GARGAN'S HEAD...

I CAN GIVE YOU THE POWERS OF A SCORPION, FOR INSTANCE! YOUR BODY WOULD BECOME MORE POWERFUL THAN SPIDER-MAN'S... BUT I DON'T KNOW HOW IT WOULD AFFECT YOUR BRAIN!

WHO CARES? I'M GETTING \$10,000 ALSO FOR MY PART IN THIS... AND I'D DO ANYTHING FOR THAT KIND OF DOUGH!

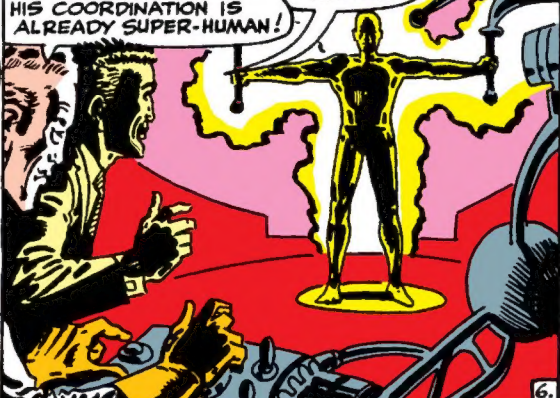
VERY WELL, THEN, DRINK THIS! I KNOW I SHOULDN'T AGREE TO THIS MAD SCHEME, BUT HEAVEN FORGIVE ME, I MUST HAVE THE MONEY TO CARRY ON MY WORK!



THEN, THE LONG ARDUOUS PERIOD OF TESTING BEGINS, UNTIL...

HE'S REACTING PERFECTLY! SEE HOW HIS STRENGTH HAS INCREASED! AND HIS COORDINATION IS ALREADY SUPER-HUMAN!

GOOD! GOOD! JUST SO LONG AS I'M SURE HE CAN BEAT THAT BLASTED SPIDER-MAN! THAT'S ALL I WANT!!





AND STILL THE INCREDIBLE  
EXPERIMENT CONTINUES...

ONE OF A TRUE  
SCORPION'S MOST  
POTENT WEAPONS  
IS HIS TAIL! AND  
OUR SYNTHETIC  
SCORPION SHALL  
HAVE A TAIL  
ALSO!

STILLWELL,  
IF THIS  
WORKS, I'LL  
MAKE YOU  
RICH...FAMOUS!  
I'LL BECOME  
YOUR PATRON!

...FOR, THE WORLD **MUST**  
BE RID OF SPIDER-MAN!  
AND AT LAST WE'VE BEEN  
GIVEN THE TOOLS  
TO DO THE JOB!

I FEEL  
LIKE A  
LIVING  
**DYNAMO!**  
I'VE BECOME  
ALL **MUSCLE!**  
I CAN LICK  
ANYBODY!

THE EXPERIMENT  
IS OVER!  
THERE'S NOTHING  
MORE I CAN DO!

GOOD! NOW  
LET'S PUT HIM  
IN A **COSTUME!**  
I HAVE THE  
PERFECT DESIGN  
IN MIND! I WANT  
SPIDER-MAN DEFEAT-  
ED BY SOMEONE  
JUST LIKE  
HIM...IT WILL  
BE POETIC  
JUSTICE!

AND  
SO...

NOTICE HOW HE CAN MANIPULATE HIS  
TAIL AUTOMATICALLY! HIS INVOLUNTARY  
NERVE IMPULSES, ACTIVATED BY MENTAL  
COMMANDS, SERVE TO...

LOOK, SPARE  
ME THE EXPLANATIONS, STILLWELL! JUST SO  
LONG AS HE  
SMASHES  
SPIDER-  
MAN!

GIVE ME  
SOMETHING  
TO TEST MY  
STRENGTH  
ON! I'VE GOTTA  
SEE IF I'M AS  
POWERFUL  
AS I FEEL!

**THERE!**  
SATISFIED?

A **GRANITE BLOCK!**  
AND I CAN PULL IT APART  
WITH MY BARE HANDS!  
DOC, YOU'RE A  
**GENIUS!**

**WAIT! LOOK OUT! WHAT ARE YOU DOING??**

HUH? WHAT...? HEY...HOW DID THAT  
HAPPEN??

IT'S YOUR TAIL! YOU'VE  
FORGOTTEN IT'S ATTACHED TO  
YOUR BACK! YOU HAVEN'T  
FULLY LEARNED TO  
**CONTROL IT**  
YET!

IT'S LIKE  
A **SLEDGE-  
HAMMER!**  
SPIDER-MAN  
WON'T STAND  
A CHANCE!

YOU'LL HAVE TO  
SPEND SOME TIME  
PRACTICING ...  
LEARNING TO  
COORDINATE YOUR  
MOVEMENTS ... TO  
FAMILIARIZE YOURSELF  
WITH YOUR NEW POWERS!

AW, WHY WASTE TIME? I  
FEEL LIKE I COULD LICK  
AN ARMY, RIGHT  
NOW!

DO AS DR.  
STILLWELL SAYS,  
GARGAN! REMEM-  
BER, I'M STILL THE  
ONE PAYING YOU!  
REPORT TO ME FOR  
INSTRUCTIONS WHEN  
HE SAYS YOU'RE  
READY!



MEANWHILE, AT THE AIRPORT...

HOW LONG WILL NED BE GONE, BETTY?

AT LEAST SIX MONTHS, PETER!

AW, THAT'S TOO BAD!

HOORAY!

Y'KNOW, BETTY... I'VE NO RIGHT TO EXPECT YOU NOT TO DATE OTHER BOYS! BUT YET, SOME - TIMES, I KINDA WISH...

PLEASE, PETER DEAR... LET'S NOT TALK ABOUT ANYTHING SERIOUS NOW! I'M JUST NOT IN THE MOOD.

FINALLY, REACHING THE BUGLE OFFICE AGAIN...

THANKS FOR RIDING BACK WITH ME, PETER! I'LL SEE YOU LATER!

SURE, BETTY! I ENJOYED IT, HONEY!

NED LEEPS IS A GREAT GUY... BUT I HOPE HE STAYS IN EUROPE FOREVER!

BUT NOW TO WORK! MY SPIDER-SENSE INDICATES I'M NOT BEING FOLLOWED ANY MORE! BUT I STILL WANT TO SEE JAMESON AND TRY TO LEARN WHAT IT WAS ALL ABOUT!

THEN, AFTER A SWIFT CHANGE...

THERE'S A LIGHT ON IN HIS WINDOW! HE MUST HAVE RETURNED FROM WHEREVER HE WENT BY NOW!

SPIDER-MAN!

WELL, WHAT DO YOU KNOW? IT MOVES! IT TALKS! IT'S REALLY ALIVE!

DON'T JUST DANGLE ON THE WINDOW LEDGE THAT WAY! YOU MIGHT FALL AND HURT YOURSELF! COME IN... HAVE A CHAIR!

HEY! YOU ALMOST SOUND LIKE A REAL HUMAN BEING! WHAT IS THIS, A GAG? OR AM I IN THE WRONG PLACE?

NOT AT ALL, SPIDER-MAN! I JUST WANT TO TALK TO YOU!

AND KEEP YOU HERE TILL THE SCORPION SHOWS UP, YOU ARROGANT FOOL! HE'S ON HIS WAY NOW!

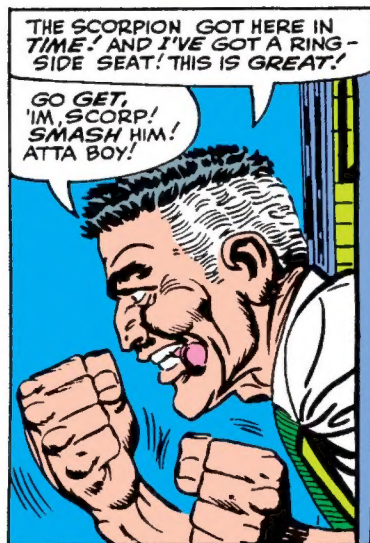
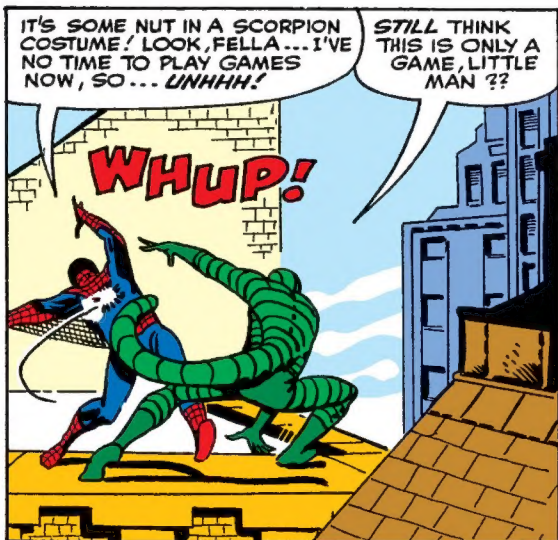
SORRY, JONAH... I'M NOT BUYIN' TODAY!

I KNOW BETTER THAN TO TRUST YOU! IF YOU WANT ME TO STAY, IT PROBABLY MEANS YOU'VE GOT SOME SORT OF TRAP LAID FOR ME! SEE YOU AROUND, CHUCKLES!

WAIT! COME BACK!...

BLAST IT! WHAT'S KEEPING THE SCORPION?

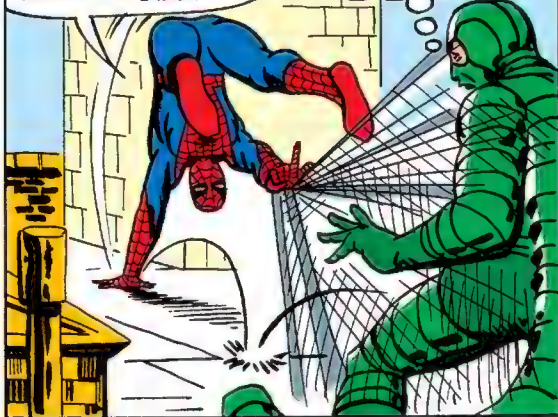




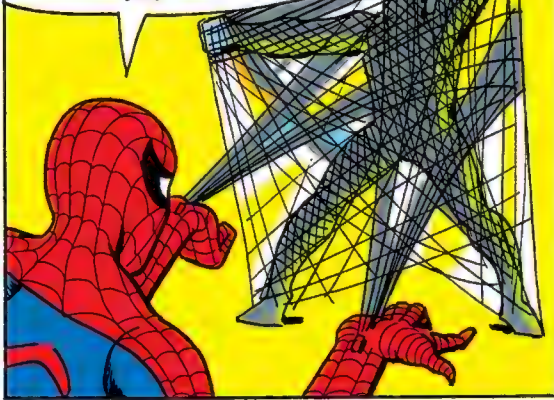


NOT SO FAST, WIND-BAG! NO MATTER WHAT ADVANTAGE YOU MAY HAVE, MY **WEBBING** OUGHT TO TRIM YOU DOWN TO SIZE!

HIS **SPIDER'S WEBBING!** THE ONE THING I DIDN'T PREPARE MYSELF FOR! IT'S HIS STRONGEST SINGLE WEAPON!



**THERE!** THAT OUGHT TO HOLD YOU WHILE I FIGURE OUT WHAT TO DO WITH YOU! TAKE A DEEP BREATH NOW, SCORPEY, BECAUSE YOU'VE GOT A LOT OF **EXPLAINING** TO DO!

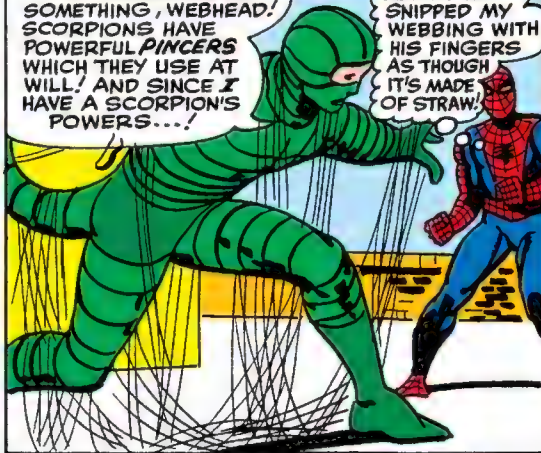


OH NO!! AFTER ALL MY WORK, FINDING SOMEONE **STRONGER** THAN SPIDER-MAN... SPENDING... ULP... \$20,000... I JUST CAN'T HAVE ANOTHER PLAN GO DOWN THE DRAIN AGAIN!



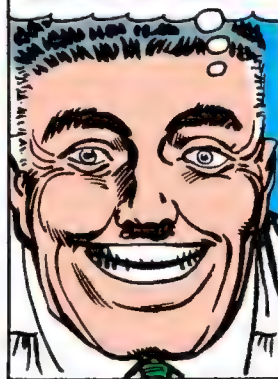
BUT THEN, THE SCORPION MAKES A SUDDEN, UNEXPECTED MOVE, **FREEING** HIMSELF!

I JUST REMEMBERED SOMETHING, WEBHEAD! SCORPIONS HAVE POWERFUL **PINCERS** WHICH THEY USE AT WILL! AND SINCE I HAVE A SCORPION'S POWERS...!



RATS! HE SNIPPED MY WEBBING WITH HIS FINGERS AS THOUGH IT'S MADE OF STRAW!

**EUREKA!** I HAVEN'T FAILED! THE SCORPION MADE MINCEMEAT OF SPIDER-MAN'S GREATEST WEAPON! NOTHING CAN STOP US NOW! **SPIDER-MAN IS THROUGH!!**



AND NOW, BEING AS HOW YOU THINK SO MUCH OF THAT WEBBING OF YOURS, YOU CAN HAVE IT **BACK** AGAIN! FORGIVE ME IF I DON'T TAKE TIME TO **UNTANGLE** IT FOR YOU!

HE'S FLIPPING IT AT ME WITH HIS **TAIL!** IT'S ALL TANGLED AND KNOTTED! IF IT TWISTS ITSELF AROUND ME, I'M FINISHED!



**THERE!** JUST STAY THAT WAY FOR A MINUTE... I WANT TO REMEMBER YOU AS YOU **WERE!**





MEANWHILE, STILL WORKING IN HIS LAB, DR. FARLEY STILLWELL HAS SOME VERY SERIOUS MISGIVINGS...

ACCORDING TO THESE NEW TESTS, THE SCORPION WILL BE EVEN MORE POWERFUL THAN I THOUGHT!

AND THE MORE HIS STRENGTH INCREASES, THE MORE HIS EVIL NATURE WILL TAKE OVER!

I MUST HAVE BEEN MAD TO DO WHAT I DID! MONEY ISN'T THAT IMPORTANT! I MAY HAVE UNLEASHED ONE OF THE WORST DANGERS OF ALL TIME UPON MANKIND!

BUT THERE'S STILL A CHANCE TO MAKE AMENDS... IF I MOVE FAST ENOUGH!

IF I CAN GET THIS SERUM TO HIM IN TIME, IT WILL SERVE AS AN ANTIDOTE! HE'LL LOSE HIS DEADLY POWERS BEFORE IT IS TOO LATE!

AND, AS THE DESPERATE SCIENTIST RUSHES INTO THE STREET, THE SCORPION PROVES TO BE AS POWERFUL AS STILLWELL FEARED...

HOW DOES IT FEEL TO BE ON RECEIVING END FOR ONCE, LITTLE MAN?? WHAT SAMATTER? CAT GOT YOUR TONGUE?

HOW ABOUT THAT? I KNOCKED HIM OUT!! THIS IS THE EASIEST TEN GRAND ANYONE'S EVER MADE!

OKAY, USELESS... YOU CAN SLEEP IT OFF IN THAT EMPTY WATER TOWER. I'VE GOT OTHER THINGS TO DO NOW!

THIS SPIDER-MAN SUFFERS ONE OF HIS GREATEST DEFEATS, AS HE LIES MOTIONLESS ATOP THE ROOF, HIS MIGHTY MUSCLES STILLED... HIS POTENT SPIDER POWER TEMPORARILY DORMANT... ONLY THE BEATING OF HIS VALIANT HEART TESTIFYING TO THE LIFE WHICH REMAINS... TO THE AWESOME ENERGY WHICH IS SLOWLY RETURNING...



WHILE, A SCANT FEW YARDS AWAY, HIS TRIUMPHANT Foe CHORTLES WITH GHOULISH GLEE ...!

I'VE WON! I'VE BEATEN SPIDER-MAN! HE NEVER HAD A CHANCE!

AND, IF I CAN BEAT HIM SO EASY, THEN **NOBODY** CAN STOP ME! THE WHOLE CITY IS MINE FOR THE TAKING!

SUDDENLY, JONAH JAMESON'S VOICE RINGS OUT FROM A WINDOW BELOW ...

SCORPION! WHERE'S SPIDER-MAN? BRING HIM TO ME SO I CAN UNMASK HIM!

GET HIM YOURSELF! I'M THROUGH TAKING ORDERS FROM YOU, MISTER! **NOBODY** TELLS THE SCORPION WHAT TO DO!

OH, NO! I NEVER EXPECTED THAT! IF THE SCORPION TURNS AGAINST ME, THEN I'VE GONE FROM THE FRYING PAN INTO THE FIRE!

WAIT! COME BACK! SOMEONE MIGHT SEE YOU! STOP!!

THE FOOL! AS IF I CARE WHETHER I'M SEEN OR NOT!!

WELL, WELL! AN ARMORED CAR! HERE'S MY CHANCE TO GET A LITTLE SPENDING MONEY!

SOMEONE WITH MY STRENGTH DOESN'T HAVE TO DEPEND ON A BOSS TO PAY HIM!

WITH HIS INCREDIBLY POWERFUL Pincer-like Fingers, THE SCORPION PEELS THE UPPER STEEL PLATE FROM THE ROOF OF THE CAR AS THOUGH IT'S MADE OF CARDBOARD! BUT THEN ...

EMPTY! THERE'S NOTHING INSIDE!

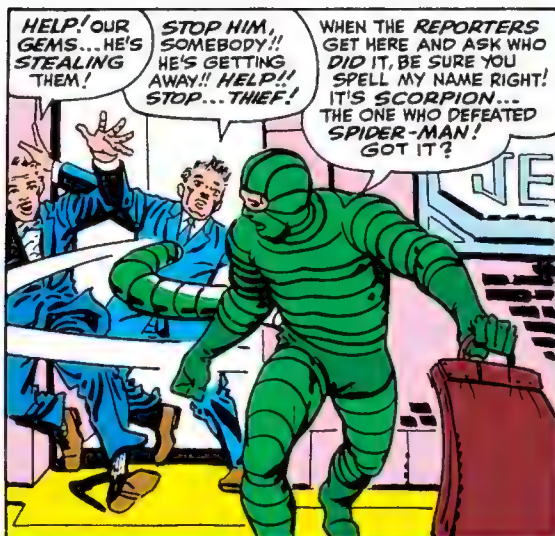
NO WONDER! THEY'RE BRINGING SOMETHING NOW!

WELCOME, BOYS! I'VE BEEN WAITING FOR YOU!

HOLY COW! WHAT'S THAT?

IT'S THE SCORPION, YOU FOOL! BE SURE YOU REMEMBER THE NAME ... WHEN YOU WAKE UP!





HELP! OUR GEMS... HE'S STEALING THEM!

STOP HIM, SOMEBODY!! HE'S GETTING AWAY!! HELP!! STOP... THIEF!!

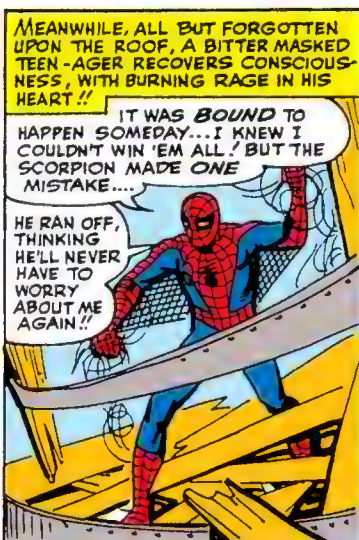
WHEN THE REPORTERS GET HERE AND ASK WHO DID IT, BE SURE YOU SPELL MY NAME RIGHT! IT'S SCORPION... THE ONE WHO DEFEATED SPIDER-MAN! GOT IT?

BUT NOW, LET'S RETURN TO A DESPERATELY WORRIED J. JONAH JAMESON...

MR. JAMESON, I CAN'T REACH DR. STILLWELL FOR YOU! HIS PHONE DOESN'T ANSWER!

DO YOU WANT TO CHECK THESE SALES FIGURES NOW?

NO! DON'T BOTHER ME WITH JUNK LIKE THAT!! KEEP TRYING STILLWELL! I'VE GOT TO SPEAK TO HIM!



MEANWHILE, ALL BUT FORGOTTEN UPON THE ROOF, A BITTER MASKED TEEN-AGER RECOVERS CONSCIOUSNESS, WITH BURNING RAGE IN HIS HEART!!

IT WAS BOUND TO HAPPEN SOMEDAY... I KNEW I COULDN'T WIN 'EM ALL! BUT THE SCORPION MADE ONE MISTAKE....

HE RAN OFF, THINKING HE'LL NEVER HAVE TO WORRY ABOUT ME AGAIN!!



BUT, HE'S GONNA LEARN HOW WRONG HE IS!! I'LL NEVER REST TILL I CATCH HIM... TILL I FIND A WAY TO BEAT HIM!!



HE CAN'T HAVE GOTTEN FAR! I'LL COMB THE AREA FROM THE ROOF-TOPS! WHEREVER HE IS... I'LL FIND HIM!



BUT, DRIVEN BY A FEARFUL, DESPERATE COMPULSION, FARLEY STILLWELL FINDS THE SCORPION FIRST...

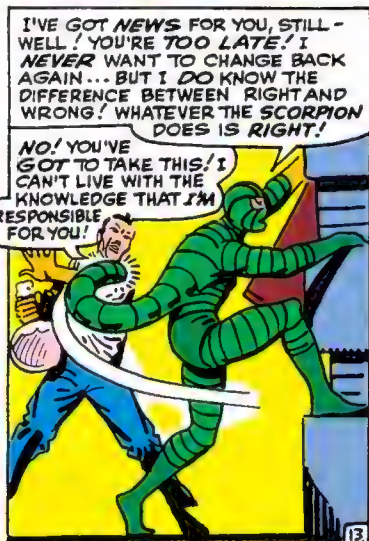
GARGAN! THANK HEAVENS I FOUND YOU! PERHAPS THERE'S STILL TIME!

YOU! WHAT DO YOU MEAN? TIME FOR WHAT?



FOR YOU TO TAKE THIS SERUM! UNLESS YOU DRINK IT, QUICKLY, YOU'LL NEVER BE ABLE TO CHANGE BACK AGAIN! AND YOU'LL LOSE ALL SENSE OF RIGHT AND WRONG!

WELL, WELL, WELL! YOU DON'T SAY!



I'VE GOT NEWS FOR YOU, STILLWELL! YOU'RE TOO LATE! I NEVER WANT TO CHANGE BACK AGAIN... BUT I DO KNOW THE DIFFERENCE BETWEEN RIGHT AND WRONG! WHATEVER THE SCORPION DOES IS RIGHT!

NO! YOU'VE GOT TO TAKE THIS! I CAN'T LIVE WITH THE KNOWLEDGE THAT I'M RESPONSIBLE FOR YOU!

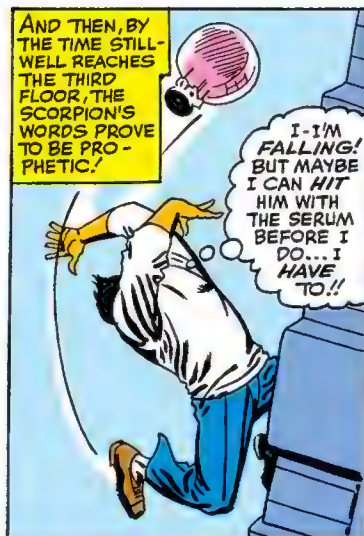




BEAT IT, STILLWELL! THE ONLY REASON I'M LETTING YOU LIVE IS 'CAUSE I FIGGER I OWE IT TO YOU FOR MAKIN' ME UNBEAT-ABLE!

NO! COME BACK! YOU'VE GOT TO LISTEN TO ME!

GET BACK TO THE GROUND, YOU FOOL! YOU CAN'T FOLLOW ME!



AND THEN, BY THE TIME STILLWELL REACHES THE THIRD FLOOR, THE SCORPION'S WORDS PROVE TO BE PRO-PHETIC!

I-I'M FALLING! BUT MAYBE I CAN HIT HIM WITH THE SERUM BEFORE I DO... I HAVE TO!!



BUT THE DOOMED SCIENTIST'S THROW IS SHORT OF ITS MARK!

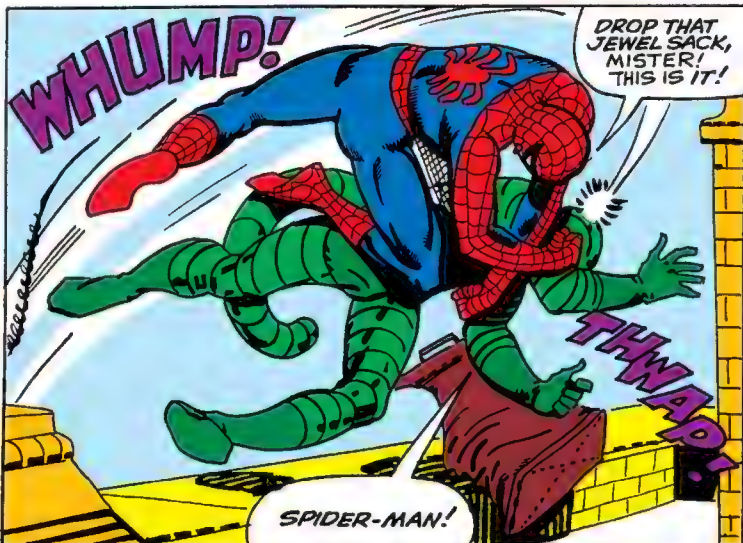
I WARNED HIM! WELL, IT'S NO SKIN OFF MY NOSE! I'VE GOT THINGS TO DO!

THUD!



THEN, AT THAT VERY MOMENT, AN ALERT SPIDER-MAN, SWINGING OVER-HEAD, HAPPENS TO SEE...

I'M TOO LATE TO HELP THAT POOR FELLA WHO FELL... BUT AT LEAST I CAN GRAB THE SCORPION!



WHUMP!

DROP THAT JEWEL SACK, MISTER! THIS IS IT!

THWAP!

SPIDER-MAN!



YOU DIDN'T THINK A LUCKY KNOCK-OUT WOULD STOP ME FOR LONG, DID YOU?

I DIDN'T LOSE ANY SLEEP WORRYIN' ABOUT IT, EITHER! I DIDN'T THINK YOU'D BE DUMB ENOUGH TO COME BACK FOR MORE!



BUT, BEIN' YOU'RE A GLUTTON FOR PUNISHMENT, I'LL MAKE IT WORTH YOUR WHILE!

IT WON'T BE SO EASY THIS TIME... NOW I'M READY FOR YOU!

A FAT LOT OF GOOD THAT'LL DO YOU! I'M STRONGER THAN EVER NOW... AS YOU'RE GONNA FIND OUT!



AND, EVEN AS THE BATTLE PROGRESSES, THE SCORPION SEEMS TO GROW MORE POWERFUL, MORE DANGEROUS, WITH EACH PASSING SECOND...

THIS IS ONE FIGHT YOU WON'T WALK AWAY FROM, PUNK!

FOR HE HAS ALREADY PASSED "THE POINT OF NO RETURN"! EVEN THE ANTIDOTE SERUM WOULD NOT HELP HIM NOW! HE IS TRULY... THE SCORPION!

HIS BODY HAS ATTAINED THE MAXIMUM DEGREE OF SUPER POWER! HIS BRAIN HAS BEEN SUBTLY ALTERED UNTIL ITS STANDARDS ARE THOSE OF THE PREDATORY BEAST! HE HAS BECOME THE EMBODIMENT OF ALL THAT IS EVIL!!

MEANWHILE, THE SCHEMING PUBLISHER OF THE DAILY BUGLE GROWS MORE PANICKY WITH EACH NEW BULLETIN HE RECEIVES...

WHAT?? STILLWELL IS DEAD?? AND THE SCORPION HAS ROBBED CARTER'S JEWELRY STORE??

A POLICE DRAGNET IS COMING THE CITY?? PEOPLE ARE LOCKING THEMSELVES INDOORS??

NOBODY KNOWS IT, BUT IT'S ALL MY FAULT! I'M THE ONE TO BLAME! IF NOT FOR ME, THERE WOULD BE NO SCORPION!

JUST TO SATISFY MY OWN PERSONAL HATRED, I TRIED TO DESTROY SPIDER-MAN!

AND, IN SO DOING, I'VE UNLEASHED A FAR WORSE MENACE UPON THE WORLD! A MENACE I CAN NO LONGER CONTROL! A MENACE WHICH NO ONE CAN CONTROL!

AND EVEN AS JAMESON REMAINS LOCKED IN HIS OFFICE, A PRISONER OF HIS OWN CONSCIENCE, HIS OWN GUILT... THE EPIC BATTLE CONTINUES...

YOU'VE HAD MORE EXPERIENCE! YOU MIGHT EVEN BE MORE SKILLFUL! BUT POWER IS ALL THAT REALLY MATTERS!

AND POWER IS WHAT I'VE GOT!

HE'S RIGHT! I WAS A FOOL TO TRY TO TRADE BLOWS WITH HIM! HE IS STRONGER! I'VE GOT TO CHANGE MY STRATEGY!

HERE'S WHERE I PUT YOU AWAY FOR GOOD, LITTLE MAN!







AND SPIDER-MAN IS RIGHT! IT IS BETTY BRANT...!

MR. JAMESON... LOOK! COMING IN THROUGH THE WINDOW! DO SOMETHING... HURRY! IT... IT'S THE SCORPION!

QUICK!! CALL THE POLICE! I'LL TRY TO HANDLE HIM! TELL EVERYONE TO EVACUATE THE BUILDING!

THAT'S VERY HEROIC OF YOU, JAMESON... BUT IT WON'T DO YOU ANY GOOD! IT WON'T SAVE YOU!

HEROIC... BAH! I JUST DON'T WANT ANYONE TO HEAR HIM IF HE'S GOING TO SAY SOMETHING THAT'LL CONNECT ME TO HIM!

WHAT ARE YOU DOING HERE? WHAT DO YOU WANT??

CAN'T YOU GUESS?

STOP! DON'T COME ANY CLOSER! YOU'RE MAD! I'LL PAY ANY PRICE... BUT DON'T HURT ME... STOP!

DON'T BE SO GREEDY, SCORPION! YOU SHOULD LEARN TO FINISH WITH ONE ENEMY BEFORE YOU TACKLE ANOTHER!

SPIDER-MAN!!

YOU SHOULD HAVE ESCAPED WHILE YOU HAD THE CHANCE, YOU FOOL!

THAT'S JUST WHAT I WAS ABOUT TO TELL YOU!

NOW LET'S SEE WHAT YOUR SCORPION STRENGTH CAN DO AGAINST MY SPIDER AGILITY!

YOU'LL SEE, ALL RIGHT! ... SOON AS I GET MY HANDS ON YOU!









THAT'S IT, SPIDEY!  
HIT HIM AGAIN!  
AND AGAIN! BE  
SURE HE'S BEATEN!  
DON'T TAKE ANY  
CHANCES! GOOD...  
GOOD!

WHAT'S HAPPENING?? HAVE  
I GONE MAD?? HERE I AM,  
CHEERING FOR SPIDER-  
MAN... THE ONE I HATE  
WORST IN ALL THE WORLD!

PTOW!



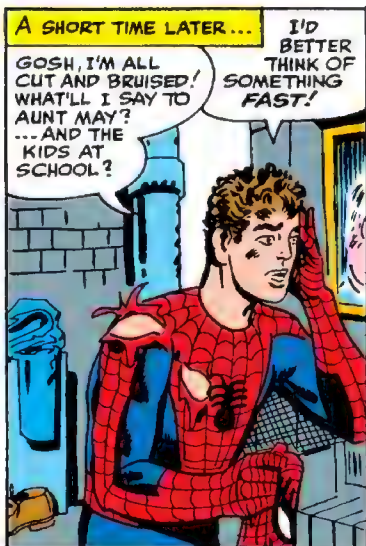
ALL RIGHT, JAMESON... HE'S  
ALL YOURS! BE SURE THE  
POLICE GET HERE BEFORE  
HE COMES TO AGAIN!

YOU BEAT HIM! YOU  
DEFEATED SOMEONE  
WHO'S STRONGER  
THAN YOU!

IT HAPPENS  
ALL THE TIME!  
EVER HEAR OF  
DAVID AND  
GOLIATH?



MY SECRET IS SAFE... FOR NOW!  
BUT WHAT SUPREME IRONY! I WAS  
SAVED FROM A MENACE WHOM I  
MYSELF HELPED TO CREATE...  
SAVED BY THE ONE HE WAS  
CREATED TO DESTROY!



A SHORT TIME LATER...

GOSH, I'M ALL  
CUT AND BRUISED!  
WHAT'LL I SAY TO  
AUNT MAY?  
... AND THE  
KIDS AT  
SCHOOL?

I'D  
BETTER  
THINK OF  
SOMETHING  
FAST!



AND THEN...

I GUESS THE BEST  
THING IS TO CRUMPLE  
UP MY CLOTHES AS THOUGH I'VE  
BEEN IN SOME SORT OF ACCIDENT!  
I'LL SAY I GOT BOWLED OVER  
PLAYING TOUCH FOOTBALL! AT  
LEAST NO ONE  
WILL BE ABLE  
TO DIS-  
PROVE IT!



AND SO...

UH-OH!  
WOULDN'T  
YOU KNOW  
I'D BUMP  
INTO THE  
WHOLE  
BLAMED  
CROWD  
ALL AT  
ONCE!!

WELL, WELL! IF IT ISN'T  
PUNY PARKER WITH  
HIS ITTY BITTY FACE  
ALL SCRATCHED UP!

DON'T TELL ME A  
JELLYFISH LIKE  
YOU ACTUALLY GOT  
INTO A FIGHT!



WHAT HAPPENED,  
USELESS? DID SOME  
INFANT IN A CARRIAGE  
BEAT YOU UP FOR  
TRYING TO TAKE  
ITS LOLLIPOP  
AWAY?!

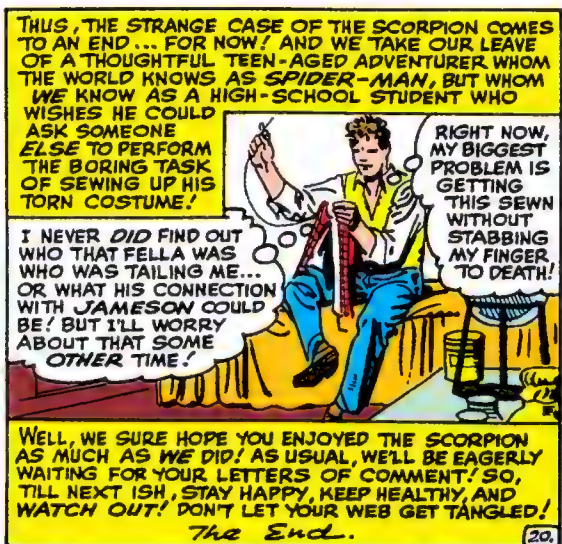
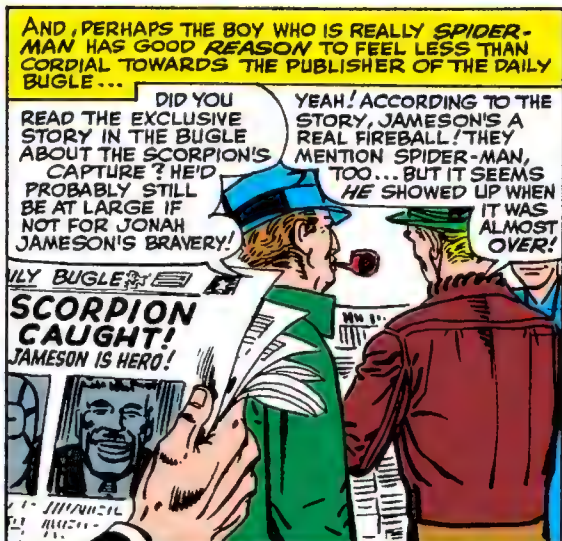
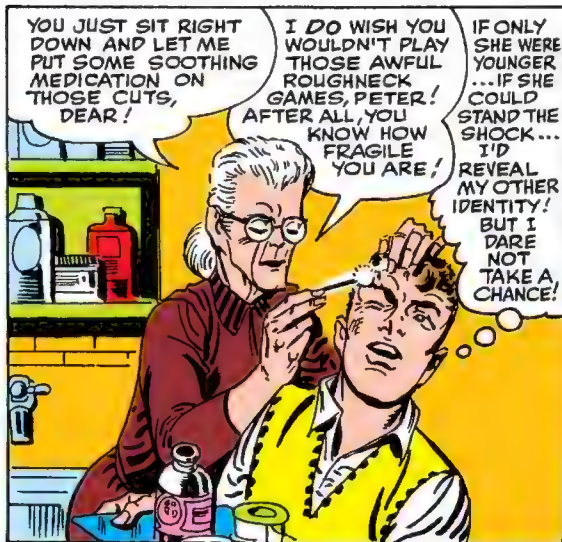
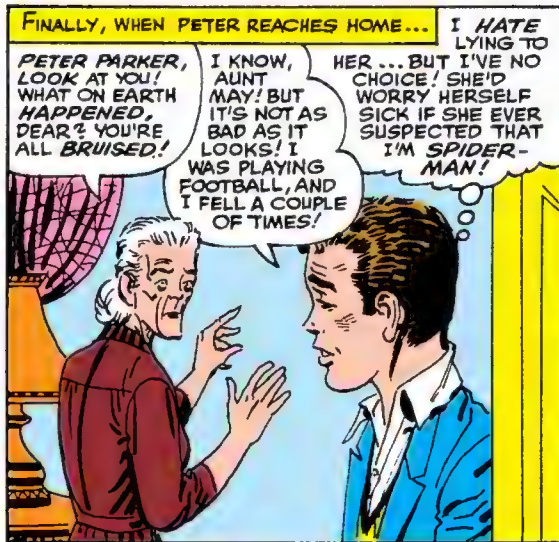
OKAY,  
THOMP-  
SON! I'VE  
TAKEN  
ALL I CAN  
FROM YOU! NOW  
I'M GONNA MAKE  
YOU EAT THOSE  
WORDS!



OH, NO YOU DON'T! YOU'RE  
NOT GONNA TRICK ME  
INTO FIGHTING YOU WHILE  
YOU'RE ALL BRUISED,  
SO THAT YOU'LL HAVE AN  
EXCUSE FOR LOSING!  
WHEN I WALLOP YOU, I DON'T  
WANT YOU TO HAVE  
ANY ALIBI!

HE'LL  
NEVER  
KNOW  
HOW  
LUCKY  
HE IS!  
I ALMOST  
LOST  
CONTROL  
OF MY  
TEMPER!  
I'D HAVE  
PUL-  
VERIZED  
HIM!







# A MARVEL MASTERWORK PiN-UP







# SPIDER'S WEB

Please address  
your letters to:  
THE MARVEL  
COMICS GROUP  
SECOND FLOOR  
625 MADISON AV.  
NEW YORK 10022

Dear Stan and Steve,

Just a note to let you know how much your comics are appreciated here at Wabash College. This is an all-men's school so we have to do something for entertainment — your comics are cheaper than movies and almost as relaxing. Your unparalleled imaginations and talent for flip-pant remarks have drawn a loyal (if somewhat neurotic) following — almost all of us in the Fiji house here.

Rhiman A. Rotz, Jr., Phi Gamma Delta  
Wabash College, Crawfordsville, Ind.

**Good to hear from you fellow neurotics!** By the way, keep your eyes peeled. Peter Parker will have to go to college sooner or later, and you might see him skippin' around the campus at Wabash some day!

Dear Stan and Steve,

I am pleased with your latest issues of Spider-Man. By the way, why don't you keep a column for "Pen Friends"? If you do, please write my name and address and also my hobbies, which are: collecting stamps, reading, and dancing. My age is 13. Please find me about 5 to 8 pen friends in America.

Imtiaz Alladina, P.O. Box No. 367  
Tanga., Tanganyika, East Africa

**Immy, old buddy, we don't usually list pen pals' names. If we did, we'd have room for almost nothing else! But, when we get a request from someone as far away as Tanganyika, we've just got to print the letter! We're delighted that Spidey has readers in East Africa — and, if he ever wants to go someplace for an exotic vacation, who knows? —**

Dear Stan and Steve,

**"Warning!** If you don't say this is one of the greatest issues you've ever read, we may never talk to you again!" Well, I guess you're never going to talk to me again, because Spider-Man #16 wasn't one of the greatest issues I've ever read; it was the absolute greatest aggregate of paper, printers' ink, staples, and just plain hard work put into comic book form that I have ever read! I have read literally thousands of comics, and of all of them, I can truthfully say that issue #16 of Spider-Man was the best single comic of all! The cover was magnificent, and I am at a complete loss of words to express my feelings concerning the story! No doubt the key word to the incredible Marvel success formula is *action*! When I buy a comic, that's the reason why and I'm glad you guys know it and take advantage of your knowledge! If there's only one thing in this world I like, it's swashbuckling, devil-may-care action, and brother, do you give it to us! Stan Lee is truly the master of the spoken word! He has to be, to come up with the wild, daring, and beautifully human yet comical speech which pours forth from the Spider-Man's lips in every panel. I've really got to congratulate you on the fine job you've done!

Ken Dixon, 674 Buttonwood Drive  
Springfield, Pa. 19064

**Well, it happened again, Ken! Stan's head just swelled to a still bigger size! He's beginning to look like one of our own sci-fi men of the future, and it's all your fault!**

Dear Stan and Steve,

In the name of humanity, stop it! I am talking about the long, agonizing wait between the issues of Spider-Man. Just last month, twelve people committed suicide because they couldn't stand the wait. And that was just on our block! We faithful fans must have at least a weekly supply of Spider-Man adventures, or we all may become unhinged. For no other mag is so skillfully prepared and so thoroughly enjoyed. How you can surpass yourselves time

after time is a mystery in itself, but ours is not to make reply, ours is not to reason why, ours is but to read and buy.

Mark Harkins, 5121 Holmes Runn Pkwy,  
Alexandria, Virginia

**A truly beautiful letter, Mark, eloquent in its simplicity, shattering in its power, radiant in its shining truth! There's not a dry eye in the bullpen, lad!**

Dear Stan and Steve,

**Wow!!** What a comic! Spidey is the greatest!! He is so realistic and human, it is almost as though there actually were a Spider-Man. I really enjoy reading all of your Marvel comics, but Spidey is my favorite. I am one of your most loyal fans.

John Turner, 3124 Colfax  
Topeka, Kansas

**Some loyal fan!!! So, it's almost as though there actually were a Spider-Man, eh? And just who do you think Petey Parker is, Johnny — one of the Katzenjammer Kids?**

Dear Stan and Steve,

We are all gathered here (I am, at least) to pay tribute to Mr. Stan Lee and Mr. Steve Ditko, who have done a truly magnificent job on the recent Spider-Man Annual. The main story of the Sinister Six (Boy! What names you guys think up!) was great, great, great. I mean Super-Duper! I liked especially the full page scenes Spidey had with each of the baddies, like that one on page 16. That was the best picture of the story, I think. (Not that the others weren't great, Steve.) Steve did a wonderful job on the Fantastic Four, better than he's ever done before. The story was terrific all-around, *except* that you should have had all of the Sinister Six battle Spidey at once. That would have had great action! By the way, thanks for your informative "Secrets of Spider-Man" section! It answered a lot of my questions. Also, thanks for the "Gallery of Spider-Man's Most Famous Foes," and that funny "How Stan Lee and Steve Ditko Create Spider-Man." One last comment: Why does Stan Lee always get top billing? (I love to start arguments.)

Gary Rafferty, 19 120th Street  
Troy, N.Y.

**Because Stan is so talented, lovable, clever, and witty! (And mainly because he's the bullpen boss!)**

Dear Stan and Steve,

Y'know, when I read the Spider-Man Annual, I felt sorry for you guys, because it's going to be pretty hard to outdo yourselves now. Let's face it — it was beyond a shadow of a doubt the most colorful, ironic, motion-packed story that I have ever had the chance to read. Well, first I'll give you my praises, and then my punches. The plot was more interwoven than Spidey's web, and it was simply amazing how you could write it. You were probably up every night since March doing the darned story. It was very nice of you guys to keep the introductory paragraph down to an arrowful. The art was something I've never seen before. Those full-page action fights were the greatest masterpieces I've seen in many a good year, and I'm sure any comic collector would praise it. You should have all those pictures bronzed, or put them in the Westinghouse time capsule. The script was unique — the jargon of the different heroes and villains was interesting, and each character had practically a different tongue. Aunt May's opinion of Doc Ock was refreshing, and offered a sense of frustration to most every reader. J.J.J. always amuses me. I wonder if he is symbolic of someone whom you don't take a particular craving to. Well, so far you must be patting yourselves on the back, but don't strain yourselves,

Continued...



because I now have a few choice words to say to you about how you botched the whole thing up. Why did you put those ads in the corners of the panels? That was undoubtedly the most foolish move you could have made. Here, I'm concentrating on the story, when my train of thought is interrupted by: "The X-Men appear bi-monthly in their own feature-length magazine." I should think that mostly everybody knows where to look for the Marvel characters. Second—it seems to me that Professor X is a rather close-minded man, or else he wouldn't have told the X-Men to ignore the Torch's message. What if he heard (for the sake of argument), that the world was to explode, and that the Avengers should come to action. Would Prof. X just disregard it? I assume not. Another bit of irritation is that Doc Ock can mentally control his arms. Every issue you make the villain stronger. How about making the hero weaker? One more thing—I think it would be of interest if Spidey revealed his identity to either Aunt May or Betty Brant. It would be interesting to see how you could handle a story like that. Well, I'm clean out of comments, so expect another letter when the next Annual comes out!

Charles Lichtman, 1261 Merriam Ave.  
Bronx, N.Y.

Take it easy, Charlie—we may not be finished reading this letter by the time the next annual comes out! Anyway, as far as Spidey revealing his true identity to Betty or mirthful Aunt May, we'd kinda like to get some more opinions from some more of you web-spinners. And our guess is that most of you *won't* want him to tell! We'll give the result later on—okay?

#### MEMO FROM THE M.M.M.S.

("Merry Marvel Marching Society" to you!)

Things are going great guns with our new Marvel Club! We have all sorts of special surprises and off-beat treats planned! But we want to wait till next ish before our official membership application coupon appears. (This will give us time to make sure that all the comments and ideas we asked you for have been received and read.) But, we can tell you this much: membership will be one dollar! (Making it possibly the most expensive club of its type!) So start saving your loose change now! But, for gosh sakes, we don't want your buck unless you can easily afford it. If you're strapped for cash, forget it! You can join a month later, or a year later! You won't miss anything important! There'll be no secret code messages which only Marvel Marchers can understand, or any other juvenile jazz like that! But for those of you who do join we guarantee a million laughs and a barrel of fun! So, watch for our big full-page official announcement next month, describing the club in detail and containing our first publicly-offered membership coupon! We have a hunch that the ol' M.M.M.S. will be the biggest thing since squirrel tails! But, as always, it's up to you! 'Nuff said!

Dear Stan and Steve,

May I congratulate you on your new villain, the Green Goblin. He is one of the best crooks you've ever created. Could you have Spider-Man meet up with the Scarecrow? In my opinion, the Scarecrow is the most original villain ever created. Among my favorite comic villains are Dr. Doll, Dr. Doom, the Enforcers, Mysterio, and the Wizard. I think all your comics are top rate. I am not an American, by the way. I am Italian, but I go to an American school. Since my mother is from the U.S., I learned English at school, although I've never been in America. Will your comics ever be translated? I hope so, because buying them in English gets rather expensive. Well, I guess I'm getting carried away, so I better quit while I'm ahead. My best wishes from Rome, and keep up the good work.

Aldo Falchin, 163 Viale Cogley  
Rome, Italy

We'll look into the matter of translating our mags for you. Also, we didn't know the English versions were so expensive in Italy. And, as for Spidey meeting some of those other villains you named, you know how things are in the Marvel mags — if he lives long enough, he'll probably meet *all* of them! Arrivederci!

Dear Stan and Steve,

I've been reading the letters about having Spider-Man join a team. I say having Spider-Man join a team is like

having Jonah Jameson dating Aunt May!

Sandy Loomis, Rt. 2, Box 252  
Roswell, N.M.

Say, now! There's an idea! It's about time Aunt May found herself a fella! Now, if she can just get over her crush on Doc Ock . . .!



#### SPECIAL ANNOUNCEMENTS SECTION:

—Can you guess what one of the most agonizing feelings in the world is?? Well, we'll tell you—it's having a special announcements section to write when you haven't anything special to announce! Oh well—we'll think of something!

—One thing we always get a kick out of is the occasional fan who writes in to demand that we give sunny Steve some more strips to draw! Poor ol' darling' Dirko does about twenty pages of Spidey each month—plus ten pages of Dr. Strange—plus ten pages of the Hulk—and he still finds time to argue with Stan for a few hours each week! If he gets one more thing to do, he'll either have to run for the hills, or grow another set of arms like Doc Ock! (And then we'd have to give him a raise, because you know how expensive four-armed suits are!) But, speaking of artists—don't dare miss our newest addition to the magnificent Marvel line-up! He's none other than the famous Wally Wood, whose illustrations have been featured in MAD and many other of the nation's top mags! And, if you wanna find out what he's going to draw, you'll have to read our coming attractions section which is on this page. (Just another new sneaky Marvel device to make sure you read everything we write!)

#### THE MIGHTY MARVEL CHECKLIST I

A Line-Up Of Some Of The Marvelous Mags On Sale Right Now!

FANTASTIC FOUR #34: The World's Greatest Comic Mag presents a startlingly different theme, in which the fabulous foursome are forced to battle each other! You will also thrill to the strangely fascinating villainy of the man called Gideon!

AVENGERS #11: All we need tell you about this one is that the Avengers battle Spider-Man! No matter how we brag about it, you're sure to rave even more!

DAREDEVIL #5: You'll never forgive yourself if you miss famous artist Wally Wood's first appearance in the Marvel Age, as he brings new grandeur to Daredevil's breath-taking battle with . . . the Matador!

THOR #111: The one you've been waiting for! Fighting mad as never before, with the girl he loves dying, mighty Thor strikes back at the Cobra and Mr. Hyde with all the awesome power at his command!

STRANGE TALES #128: A real treat for X-Men fans! The Torch and the Thing battle Quicksilver and the Scarlet Witch! As for Dr. Strange, he has his hands full when he faces the Demon's Disciple! Truly an epic issue!

SUSPENSE #61: All we dare tell you about the sensational Iron Man thriller is that you'll learn what happens to the Golden Avenger when Tony Stark dies! And, in answer to so many requests, Captain America will be seen in a gripping war adventure reminiscent of the days of his former glory!

ASTONISH #63: Everyone's talking about the way talented artist Carl Burgos is breathing new life into the Giant-Man feature. You're sure to enjoy High-Pockets' tussle with the Wreckers! Meantime, the sensational Hulk meets his most dangerous enemy in "A Titan Rides The Train!" You'll love it!

SGT. FURY #12: This is it! At last the Howlers meet Captain America in the battle drama of the year! Buy this one early.

It's certain to be a sell-out!

—Okay, time now for the really big news—a hint of what you'll find in the next ish of SPIDER-MAN! And a hint is all you'll get, because it's all you'll need! We'll tell you only one thing—Spidey #21 will feature none other than—THE HUMAN TORCH!! Better be sure to buy it the first week it goes on sale—it won't last much longer! But you needn't become a nervous wreck till then! We won't mind a bit if you buy our other Marvel mags while you're waiting!





Tyrant  
Lizard  
King

EMPIRE